

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA**

In re:	Jointly Administered Under Case No. 17-30673 (MER)
Gander Mountain Company, Overton's, Inc.,	Case No. 17-30673 Case No. 17-30675
Debtors.	Chapter 11 Cases

**ORDER APPROVING THE EXPANSION OF THE SERVICES
TO BE PROVIDED BY ERNST & YOUNG LLP TO THE DEBTORS**

This matter coming before the Court in connection with the Notice of the Proposed Expansion of the Services to be Provided by Ernst & Young LLP to the Debtors (the “**Expansion Notice**”), to include the services set forth in the engagement letter attached as Exhibit A to the Expansion Notice (the “**Additional Engagement Letter**”); and this Court having previously entered the *Order Granting Debtors’ Application to Employ Accountant Nunc Pro Tunc to June 29, 2017* (the “**EY Retention Order**”);¹ and the EY Retention Order having provided that the Debtors may request authority to expand the scope of Ernst & Young LLP’s (“**EY LLP**”) services in accordance with the procedure set forth in the EY Retention Order; and the Debtors having represented that due and proper notice of the Expansion Notice has been given and that no other or further notice need be given; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding

¹ Capitalized terms used but not defined herein shall the meanings given to them in the EY Retention Order.

is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the expansion of EY LLP's services to include the services set forth in the Additional Engagement Letter is in the best interest of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. Subject to the terms of the EY Retention Order, the Debtors are authorized, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(a), and Local Bankruptcy Rule 2014-1, to expand the scope of EY LLP's services to include the services set forth in the Additional Engagement Letter, in accordance with the terms and conditions set forth therein. The Additional Engagement Letter is hereby approved as provided for in this Order.

2. Consistent with, and subject to, the terms of the Additional Engagement Letter and this Order, EY LLP shall be authorized to perform the services provided for in the Additional Engagement Letter.

3. Except as may otherwise be set forth herein, the provisions of the EY Retention Order shall apply to the services EY LLP provides under the Additional Engagement Letter.

4. To the extent that the express provisions of this Order are inconsistent with the provisions of the Additional Engagement Letter, the express provisions of this Order shall govern.

5. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

Dated: February 9, 2018,

/e/ Michael E. Ridgway

Honorable Michael E. Ridgway
United States Bankruptcy Judge

NOTICE OF ELECTRONIC ENTRY AND FILING ORDER OR JUDGMENT Filed and Docket Entry made on 02/09/2018 Lori Vosejpka, Clerk, by MJS
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